MINUTES OF THE ORDINARY GENERAL MEETING OF ODİNE SOLUTİONS

TEKNOLOJİ TİCARET VE SANAYİ A.Ş.

DATED 14 AUGUST 2024

FOR THE 2023 FINANCIAL YEAR

The Ordinary General Meeting of Shareholders for the 2023 financial year Odine Solutions Teknoloji Ticaret ve Sanayi Anonim Şirketi will be held on Wednesday, 14 August 2024, at 10.00 am, at the address *"Hilton Istanbul Maslak – Büyükdere Caddesi No. 233, Maslak, Sarıyer* / ISTANBUL", under the supervision of Ms Aysun ARASOĞLU, the Ministry Representative appointed by the Istanbul Governorate's Provincial Directorate of Trade via letter No. 99770982 dated 13 August 2024

The notice of the meeting, containing the date, time, venue and agenda of the meeting as required by law and the Articles of Association, was published within the statutory timeframe in issue No. 11084 of the Turkish Trade Register Gazette dated 17 May 2024, on the Company's website at www.odine.com, on the Public Disclosure Platform and on the Central Securities Depository & Trade Repository of Türkiye's Electronic General Meeting System, three weeks prior to the date of the General Meeting, excluding the days of publication and the meeting itself.

Upon examination of the attendance list, it was noted that, corresponding to the Company's total share capital of 110,500,000 TL,
5,788,150 TL in shares **were represented in person**, 75,795,871 TL in shares **by proxy** and 1,000,000 TL in shares by **a representative** appointed by **the depositary representative**, making a total of 82,584,021 TL in shares represented at the meeting, that the minimum quorum for the meeting, as stipulated both by the Turkish Commercial Code and the Articles of Association, was present; and that it was noted that Mr. **Fırat Kerim ERSOY** and Mr. **Ali YÖNEY**, members of the Company's Board of Directors, were present at the meeting, that Mr **Taceddin YAZAR**, who had carried out the independent external audit of the Company's 2023 financial statements, were present at the meeting, and that Mr **Faruk GÜLCÜ**, a member of the Company's staff, had been appointed to operate the Electronic General Meeting System; following the Ministry Representative's verification and confirmation of these matters, the meeting proceeded to the discussion of the agenda.

1- In accordance with the first item on the agenda, the meeting was opened simultaneously in both physical and electronic formats by Board member **Ali YÖNEY**. A moment of silence was observed. An opening address was delivered.

In accordance with the provisions of Article 10, paragraph 5 of the Company's Articles of Association, as the Chairman of the Board of Directors was unable to attend the meeting and the Vice-Chairman was also absent due to a valid reason, Ms **N. Hülya KEMAHLI** was proposed to chair the meeting via a motion signed by **Fırat Kerim ERSOY**. No other proposals were made. The motion was put to the vote. As a result of the vote, it was decided **by UNANIMOUS VOTE of** those present that Ms **N. Hülya KEMAHLI** be elected as Chair of the Meeting. In accordance with the relevant legislation, the Chair of the Meeting appointed Mr **Osman Ozan KOYMATLI** as Minute-Taker and Mr **Muhammet YEŞİL** as Counting Officer.

The Chair read out the agenda and asked whether there were any requests to change the order of the agenda or to add items to it. It was established that there were no such requests.

2. The motion to authorise the Chair to sign the Minutes of the General Meeting was put to the vote. Following the vote, it was resolved **by UNANIMOUS VOTE** of those present to authorise the Chair to sign the Minutes of the General Meeting.

3- The meeting then proceeded to the reading of the Board of Directors' Activity Report for the 2023 financial year, covering the accounting period from 1 January 2023 to 31 December 2023. Following the Chair's proposal that the Board of Directors' Activity Report be deemed 'read' as it had been published on the Company's corporate website at www.odine.com, on the Public Disclosure Platform and on the General Assembly System of the Central Registry Agency A.Ş., and was available at the Company's registered office, the proposal was put to a vote. As a result of the vote, it was resolved by a UNANIMOUS VOTE of those present to deem the Board of Directors' Activity Report 'read'.- General Assembly System of the Central Registry Agency A.Ş., and as it was made available at the company's registered office, the Chair of the Meeting proposed that it be deemed 'read'. Following a vote on this proposal, it was resolved by **UNANIMOUS VOTE** of those present that the Board of Directors' Activity Report for the year 2023 be deemed to have been read.

The Board of Directors' Activity Report was opened for discussion. No one took the floor.

4- The summary of the Independent Audit Firm's report covering the Company's 2023 financial year, spanning the accounting period from 1 January 2023 to 31 December 2023, was read out by Mr **Taceddin YAZAR**, representing BDO Independent Audit and Consultancy Inc., which carried out the independent external audit of the Company's consolidated financial statements for the year 2023.

5- The meeting proceeded to agenda item 5, concerning the discussion and approval of the consolidated Balance Sheet and Income Statement for the 2023 financial year, covering the accounting period from 1 January 2023 to 31 December 2023. As the Consolidated Financial Statements for the 2023 financial year had been published on the company's corporate website at www.odine.com, on the Public Disclosure Platform and via the Central Registry Agency A.Ş.'s E-General Meeting System, and were available at the company's registered office, Following a vote on the proposal made by the Chair of the Meeting to deem the Consolidated Financial Statements for the 2023 financial year to have been read and to present them to the General Meeting in summary form, it was resolved by **UNANIMOUS VOTE** of those present to read out the main headings of the consolidated balance sheet and income statement for the 2023 financial year.

The item was opened for discussion. No one took the floor.

The item was put to the vote. As a result of the vote, it was resolved by **UNANIMOUS VOTE** of those present to approve the consolidated financial statements for the 2023 financial year covering the accounting period from 1 January 2023 to 31 December 2023.

6. In accordance with item 6 of the agenda, the meeting proceeded to the discharge of the members of the Board of Directors. The discharge of the members of the Board of Directors was put to the vote. The members of the Board of Directors did not exercise their voting rights arising from their own shares during the discharge vote. As a result of the vote, with regard to the 2023 financial year covering the accounting period from 1 January 2023 to 31 December 2023, and in respect of the period during which they held office, the Board members Mr **Alper Tunğa Sağu BURAK**, Mr **Fırat Kerim ERSOY**, Mr **Geylan Abdülaziz ZAPSU**, Mr **Tarkan ALAGÖZ**, Mr **Özgür ÖZEVİN** and Mr **Ali YÖNEY** were granted discharge **by a UNANIMOUS VOTE** of the members present for their activities and actions during 2023.

7. The following proposal by the Board of Directors, dated 22 July 2024 and numbered 2024/19, regarding the distribution of profits for the 2023 financial year covering the period from 1 January 2023 to 31 December 2023, was read out.

In accordance with the Capital Markets Board's Communiqué No. II.14.1 on "Principles Regarding Financial Reporting in the Capital Markets", in accordance with Turkish Accounting Standards/Turkish Financial Reporting Standards ("TMS/TFRS") and the formats specified by the CMB, and which have been audited by BDO Denet Independent Audit and Consultancy Inc., recorded a net profit for the period of 250,387.742 TL net profit for the period; however, according to the financial statements prepared in accordance with the relevant provisions of the Turkish Commercial Code No. 6102 and the Tax Procedure Code No. 213, the Company recorded a net profit of 492,801,443 TL before inflation adjustment.

Following an assessment carried out by our Company; taking into account the current economic climate, the Company's long-term strategies, cash flow, financing and investment policies, as well as the long-term interests of our shareholders and the Company, with the aim of strengthening the financial structure, it was proposed that "the distributable profit for the 2023 financial year should not be distributed, and that the amount remaining after setting aside the statutory reserve should be transferred to the retained earnings account"

The agenda item was opened for discussion. No one took the floor. The Board of Directors' proposal was put to the vote. It was resolved **by UNANIMOUS VOTE** of those present to approve the Board of Directors' proposal.

8. In accordance with Agenda Item 8, the meeting proceeded to discuss and resolve the election of Board of Directors members and the determination of their terms of office. In accordance with the provisions of capital markets legislation and Article 8 of the Company's Articles of Association, the Board of Directors' proposal dated 30 July 2024 and numbered 2024/22 was read out. The matter was opened for discussion. No one took the floor. The Board of Directors' proposal was put to the vote.

As a result of the vote, the following were elected to serve for a term of 3 years:

In accordance with the criteria for independent board membership set out in paragraph 4.3.6 , which sets out the criteria for independent board membership; in accordance with these criteria, and having met all the requirements for independent board membership and submitted *their declarations of independence, CVs and consents*; Ms **Müge TUNA** (*Turkish ID No. (...) - residing at (...)* and Mr **Gökhan GÜRCAN** (*Turkish ID No: (...) - residing at (...)*);

From among **the candidates nominated by the Group A shareholder**; Mr **Alper Tunğa Sağu BURAK** (*Turkish ID No: (...) – resident at (...)*), Mr **Fırat Kerim ERSOY** (*Turkish ID No: (...) - residing at (...)*), and Mr **Tuncer KÖKLÜ** (*Turkish ID No: (...) - residing at (...)*),

and Mr **Kerim Pertev ZAPSU** (*Turkish ID No: (...) – resident at (...)*), who has also given his consent, were elected as members of the Board of Directors

was approved by **a MAJORITY VOTE** of the members present, with 155,840,021 votes in favour and 1,000,000 votes against.

9. In accordance with item 9 of the agenda, the meeting proceeded to the determination of the remuneration of the Board of Directors members. A motion signed by **Fırat Kerim ERSOY**, submitted to the Chair of the meeting, proposed that, taking into account their duties and responsibilities on the Board of Directors, independent Board members be paid a monthly net remuneration of 100,000.00 TL for their Board membership, whilst no remuneration be paid to the other Board members; this was put to the vote. As a result of the vote, it was decided by **UNANIMOUS VOTE** of those present to approve the proposal set out in the motion.

10. In accordance with Agenda Item 10, the Board of Directors' resolution dated 26 June 2024 and numbered 2024/12, regarding the appointment of BDO Bağımsız Denetim ve Danışmanlık A.Ş.as the independent auditor for the audit of the Company's accounts and transactions for the financial year 1 January 2024 – 31 December 2024, in accordance with both the Capital Markets Law and relevant legislation, as well as the Turkish Commercial Code and relevant legislation, was read out. It was put to the vote,

As a result of the vote, BDO Independent Audit and Consultancy Inc., with its registered office at Maslak Mah. Park Plaza, Eski Büyükdere Caddesi No. 14, Floor4, 34398 Sarıyer / ISTANBUL, registered with the Istanbul Trade Registry under Trade Registry Number 254683, was selected as the Company's Independent Auditor for the financial period from 1 January 2024 – 31 December 2024, was elected as the Company's Independent Auditor by **a UNANIMOUS VOTE** of those present.

11. The meeting proceeded to Agenda Item 11, concerning the granting of authorisation to members of the Board of Directors in accordance with Articles 395 and 396 of the Turkish Commercial Code. The matter of granting authorisation to members of the Board of Directors to carry out transactions within the framework of Article 395 of the Turkish Commercial Code, entitled 'Prohibition on Transactions with the Company and Borrowing from the Company', and Article 396, entitled 'Prohibition on Competition', was submitted to the shareholders for approval. As a result of the vote, it was resolved **by UNANIMOUS VOTE** of those present to grant such authorisation.

12. The meeting proceeded to Agenda Item 12, which concerned providing the General Meeting with information regarding donations and aid made in 2023, and discussing and deciding on the Board of Directors' proposal regarding the upper limit for donations to be made during the financial year 01.01.2024 – 31.12.2024. In accordance with capital markets legislation, shareholders were informed of the total donations and aid amounting to 2,035,000.00 TL made to AFAD, LÖSEV and TESYEV during the financial year from 1 January 2023 to 31 December 2023.

In accordance with capital markets legislation, the Board of Directors' proposal dated 22 July 2024 and numbered 2024/20, concerning the setting of the upper limit for donations to be made during the financial period from 1 January 2024 to 31 December 2024 at 3,000,000.00 TL, was opened for discussion. No one took the floor. The matter was put to a vote. As a result of the vote, in accordance with capital markets legislation and the Company's Articles of Association, it was resolved by UNANIMOUS VOTE of those present that the upper limit for donations for the financial year 1 January 2024 – 31 December 2024 shall be set at 3,000,000 (three million) TL for the financial year from 1 January 2024 to 31 December 2024, was set by a **UNANIMOUS** decision of those present.

13. In accordance with Agenda Item 13, the Board of Directors' proposal dated 22 July 2024 **regarding the** Company's **Profit Distribution Policy** was read out. No one took the floor. The matter was put to the vote. It was resolved **by UNANIMOUS VOTE** of those present to approve the Profit Distribution Policy.

14) The Board of Directors' proposal dated 22 July 2024 regarding the Company's **Donations and Aid Policy** was read out. No one took the floor. It was put to the vote. The Donations and Aid Policy was approved by **a unanimous vote** of those present.

15. The **meeting proceeded** to
Information was provided regarding the amendments made to the Regulations to ensure compliance with capital markets legislation, within the framework of the amendment to the Articles of Association made to comply with capital markets legislation following the public offering of the Company's shares. The matter was opened for discussion. No one took the floor. It was put to the vote. As a result of the vote, it was resolved to approve the amendment to the Internal Regulations on the Procedures and Principles of the Company's General Meeting, as set out in the annex **(Annex 1), by UNANIMOUS VOTE** of those present.

16) In accordance with capital markets legislation, **the Remuneration Policy**, adopted by the Board of Directors' resolution dated 22 July 2024, was read out. The matter was opened for discussion. No one took the floor.

17. Shareholders were informed about transactions with related parties carried out by the company in 2023.

18. It was disclosed that all guarantees, pledges, mortgages and sureties provided by our company during the financial period from 1 January 2023 to 31 December 2023 were provided in favour of our own legal entity and are set out in Note 21 to the Financial Statements as at 31 December 2023, It was also stated that no guarantees, pledges, mortgages or sureties had been provided in favour of third parties, and consequently, no income or benefit had been derived therefrom.

19. Following confirmation that the quorum required under the Turkish Commercial Code was present throughout the meeting, views and comments regarding the agenda were sought; as there were no further items to be discussed on the agenda, the meeting was adjourned.

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TEKNOLOJİ TİCARET VE SANAYİ A.Ş.

DATED 14 AUGUST 2024

FOR THE 2023 FINANCIAL YEAR

These minutes were signed at the venue of the meeting. **14/08/2024 Time: 10:58**

Ministry Representative Aysun ARASOĞLU	**Chair of the Meeting** N. Hülya KEMAHLI
Minute Secretary Osman Ozan KOYMATLI	**Vote Counting Officer** Muhammet YEŞİL

Appendix: Amendment to the Internal Regulations on the Rules and Procedures of the Company's General Meeting

This General Assembly Meeting Minutes has been prepared in both Turkish and English. In case of any discrepancy or inconsistency between the Turkish and English versions, the Turkish version shall prevail. The English translation has been provided solely for the convenience of international stakeholders and does not have legal binding.